

EXHIBIT 16

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

PEOPLEFLO MANUFACTURING, INC.,

Plaintiff,

v.

**SUNDYNE, LLC; DXP ENTERPRISES,
INC.; and PUMPWORKS, LLC,**

Defendants,

PUMPWORKS, LLC,

Counter-Plaintiff,

v.

PEOPLEFLO MANUFACTURING, INC.,

Counter-Defendant.

Case No. 1: 20-CV-03642

Honorable Manish S. Shah

Magistrate Judge Young B. Kim

DECLARATION OF STEPHEN WICK

I, Stephen Wick, submit this declaration in support of the prove-up of the damages of PumpWorks LLC (“PumpWorks”) following ruling on summary judgement finding PeopleFlo Manufacturing, Inc. (“PeopleFlo”) liable for breach of the March 22, 2018 Development and Supply Agreement (the “DSA”). If called upon to do so, I could competently and truthfully testify to the facts set forth herein. Unless otherwise stated, the following facts are based on my own personal knowledge.

1. I am over 21 years old, I am of sound mind, and I am fully competent to make this Declaration and to testify to the matters stated in this declaration. I affirm that the exhibits attached hereto were either created by me from the company’s business records or that they are true and correct copies of records prepared by or maintained by persons charged with the

accurate recording or maintenance of the information contained therein in the ordinary course of the company's business.

2. I am the Controller of DXP Enterprises, Inc. ("DXP"). PumpWorks is now part of DXP, and I, or people working under my direction, provide the following services to PumpWorks. I oversee accounting operations and ensure accuracy in financial reporting and budgeting among other things. In the ordinary course of performing my duties, I work with bank statements for the accounts used to pay PumpWorks' obligations, including wire transfer confirmation documentation. I oversee the input to, and the use of, the accounting systems used by the various operating companies that are part of DXP, including PumpWorks. I also direct the work of employees in the preparation of reports of various financial information.

3. In connection with the PeopleFlo litigation, I was contacted by George ("Skip") Giessing who at that time was the Vice President of the Rotating Equipment Division of DXP. He asked me to provide information from PumpWorks' business accounting system showing all payments that had been made by PumpWorks to PeopleFlo since March 22, 2018. At the time, the PumpWorks accounts were recorded in its ERP accounting system, a computer system which had been in use by PumpWorks and some of its related companies. I directed an employee to prepare a report from the ERP system which identified all transactions related to PeopleFlo. The ERP system is an account payable system where the company recorded payments (check or wire transfer) and vouchers which correspond to one or a group of invoices for which the payment is being made. I reviewed this information and then transmitted it to Mr. Giessing. I understand that this report was furnished to PumpWorks' attorneys for production in the PeopleFlo litigation. The document attached as Exhibit A bearing bates numbers DXP-PW 022375-400 is a

true and correct copy of the ERP report I furnished to Mr. Giessing, though the copy I furnished did not have bates numbers.

4. Though the ERP system accurately records the information input to track invoices and payments, I find the ERP records can be cumbersome to read. Sometimes vouchers are split and relate to more than one payment record. I also note that while the ERP accurately reports payments and vouchers, it does not have an easy way to match shipments received against the applicable pre-payments that PumpWorks made to PeopleFlo. The difficulty in treating the pre-payments resulted in one anomaly noted in lines 71 and 72 which deal with the first pre-payment of \$165,000.00. After recording the payment, the operator made an adjusting entry of - \$165,000.00 reversing the record of this payment. In fact, a wire transfer document drawn on the account used to pay PumpWorks' vouchers shows that this payment was made on April 24, 2018. See the document bates numbered DXP-PW 0040254 included in Exhibit C hereto. The payments recorded in the ERP column G, therefore require this one adjustment. Other than this initial prepayment, the other pay terms of the ERP have been correctly reported as to the amounts paid to PeopleFlo.

5. With the one adjustment mentioned in paragraph 4, the ERP report shows that PumpWorks paid \$1,197,454.40 to PeopleFlo from 2018 through 2020.

6. In connection with providing support for PumpWorks' damage claims, I was asked by PumpWorks' attorneys if I could testify as to the amount of money that PumpWorks had paid to PeopleFlo. Since the time that the ERP report was prepared for Mr. Giessing, the company has been migrating the PumpWorks financial information to another system and no longer retains an employee with a high level of expertise in the ERP system. Therefore, to

prepare for the requested testimony, I decided to verify the previously furnished ERP data using bank records and those wire transfer confirmations that have been retained by the company.

7. I started with the ERP information. I pulled copies of bank statements related to the account used for the payment of PumpWork's invoices. This account is with the Bank of America and is named "Best Equipment Service & Sales Co. LLC dba PumpWorks Industrial. I identified and circled all information showing payments to PeopleFlo. Copies of these bank statements with all account information except that related to PeopleFlo payments redacted are attached to this declaration as Exhibit B. I reviewed redacted copies of some of the wire transfer documents which are attached to this declaration as Exhibit C. I also reviewed the positive pay file which is a file of daily checks written which is submitted to the bank to prevent fraudulent checks and found only one check for \$2,000 that was sent to PeopleFlo. This check is attached to this declaration as Exhibit D. I reviewed the information in the Giessing Accounting which was attached as Exhibit C to Mr. Giessings' declaration in support of PumpWorks' motion for summary judgement (Dkt. # 356-3). I also reviewed the Shafer Chart (Exhibit 230 to Defendants' Response to PeopleFlo's Statement of Additional Facts, Dkt. # 388-11). I note that the Shafer Chart shows that PeopleFlo received the initial pre-payment of \$165,000.00 which I discussed in paragraph 4 above.

8. With the information I gathered, I prepared the chart attached as Exhibit E. I started by removing all zero transactions from the ERP. I then recorded the information from the ERP report, the Giessing Accounting and the Shafer Chart in columns A-K. I noted that the payment transaction (both in the ERP and in the bank records) frequently compiled payments of more than one invoice. I grouped the payments starting with the oldest. Column H shows which invoices or vouchers were paid, Column M "rolls" the grouped invoices/vouchers until its total

matches the bank record which shows a lump sum payment for the corresponding period of time. In this way, I matched the information in the bank records to the information derived from the ERP system using dates and voucher numbers. While it is not necessary to match the invoices/vouchers to the payments to verify the total amounts paid, I did this to show how all of the previously produced information concerning payments to PeopleFlo is interrelated.

9. The bank, wire transfer and positive pay records confirm that in total, PumpWorks paid PeopleFlo \$1,197,454.40 during the period 2018 through 2020. This also matches the ERP system total for payments shown in Column G when corrected to include the first pre-payment which then totals \$1,197,454.40.

10. Based on my review I testify that PumpWorks paid PeopleFlo \$1,197,454.40. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, belief and formed after reasonable inquiry.

Executed this 8th day of August, 2025



Stephen Wick